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Filing Fee: There is no federal filing fee.

appendix to the notice constitutes a part of this notice and must be completed.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.20549

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR

OMB APPROVAL OMB Number: 3235-0076 Expires: April 30,2008 Estimated average burden hours per response......16.00

SEC USE ONLY

Serial

Prefix

,	UNIFORM LIMITED OFFERING EXEMPTION	N DATE RECEIVED
Name of Offering (Check if the GIS Fund of Funds LLC	is is an amendment and name has changed, and indicate cha	inge.)
Filing under(Check box(es) that a Type of Filing: New Fil	ling Amendment	
	A.BASIC IDENTIFICATION DATA	1 30 0 6 1200 /
1.Enter the information requested	d about the issuer	
Name of Issuer(his is an amendment and name has changed, and indicate ch	range.) 185
Address of Executive Offices 1370 Avenue of the Americas 2	(Number and Street, City,State,Zip Code) 24th Floor New York NY 10019	Telephone Number(Including Area Code) 212-554-5000
Address of Principal Business Op (Number and Street,City,State,Zi	perations (If different from Executive Offices) ip Code)	Telephone Number(Including Area Code)
Brief Description of Business:	Fund of Funds	
Type of Business Organization corporation business trust	limited partnership, already formed X other (please s	05068032
Actual or Estimated Date of Inco Jurisdiction of Incorporate of Org	mONTH YEAR orporation or Organization: organization: 0 3 0 5 X A ganization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction)	ctual Estimated or state: DE
GENERAL INSTRUCTIONS	<u> </u>	
FEDERAL: Who Must File: All issuers making an o	ffering of securities in reliance on an exemption under Regulation D or Secti	ian 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77 d(6).
	o later than 15 days after the first sale of securities in the offering. A notice is by the SEC at the address given below or, if received at that address after the ess.	
Where to File: U.S. Securities and Exch	nange Commission, 450 Fifth Street, N.W., Washigton, D.C. 20549.	
Copies Required: Five (5) copies of this signed copy or bear typed or printed signed.	s notice must be filed with the SEC, one of which must be manually signed. gnatures.	Any Copies not manully signed must be photocopies of the manually
Information Required: A new filing must	t contain all information requested. Amendments need only report the name	of the issuer and offering, any changes thereto, the information

ATTENTION

requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and Appendix need not be filed with the SEC.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a State requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The

- Enter the information requested for the following:
 i. Each promoter of the issuer, if the issuer has been organized within the past five years;
 - ii. Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - iii. Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
 - iv. Each general and managing partner of partnership issuers.

		<u> </u>		
Check Box(es) that apply:	K Promoter	Beneficial Owner	Executive Officer Director	General and /or Managing Partner
Full Name(Last name first, if	Individual)	:		
Gagnon Advisors LLC				
Business or Residence Addr	ess.	(Number and St	reet, City,State ,Zip Code)	
1370 Avenue of the Americas,	New York NY 10	0019		
Check Box(es) that apply:	Promoter	Beneficial Owner	K Executive Officer Director	General and /or Managing Partner
Full Name(Last name first, if	Individual)			
Gagnon Neil J	,	•		
Business or Residence Addr	ess	(Number and St	treet, City,State ,Zip Code)	
1370 Avenue of the Americas,	24th Floor New	York NY 10019	·	
Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director	General and /or Managing Partner
Full Name(Last name first, if	Individual)			
Nordberg Wayne E				
Business or Residence Add	ress	(Number and S	treet, City,State ,Zip Code)	
1370 Avenue of the Americas	,24th Floor New	York NY 10019		

WHISTONIA TO THE TRANSPORT OF THE PROPERTY OF		
	Yes	No
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.		K] .
2. What is the minimum investment that will be accepted from any individual?	\$ \$ 500,00	0.00
	Yes	No
3. Does the offering permit joint ownership of a single unit?	П	П
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering.		
If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and /or with a		
state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer; you may set forth the information for that broker or dealer only.		
	· · · · · · · · · · · · · · · · · · ·	
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·	
Name of Associated Broker or Dealer		
States in Which Person Listed has Solicited or Intends to Solicit Purchasers		
(Check "All States or check individual States)	All Stat	es
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] FL] [GA]	[HI] [ID]	
[iL] [iN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN]	[MS] [MC	ri 🔲
[MT] [NE] [INV] [NH] [NJ] [INM] [INY] [INC] [IND] [OH] [OK	- —][OR]	
[RI] [SC] [SD] [TN] [TX] [UT] [VA] [WA [WV [WI]	[PR]	

CAOFFERING PRICE, NUMBER OF INVESTIORS, EXPENSES	AN		EED	S
Enter the aggregate offering price of securities included in this offering and the total amount alre- Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box Indicate in the columns below the amounts of the securities offered for exchange and already ex-	[and	•	
Type of Security		Aggregate offering price	Αı	mount Already Sold
Debt	\$		\$	
Equity	\$		\$	
Common Preferred				
Convertible Securities(including warrants)	\$		\$	
Partnership Interests	\$,	\$	
Other(Specify Membership Units)	\$	\$999,000,000.00	\$	
Total	\$	\$999,000,000.00	\$	
Answer also in Appendix, Column 3, if filing under ULOE				
2.Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".	า	Number of Investors		Aggregate Dollar Amount of Purchases
Accredited Investors				\$
Non-accredited Investors				\$
Total(for filing under Rule 504 only)				\$
Answer also in Appendix, Column 4, if filing under ULOE		·		
3. If this filing is for an offering under Rule 504 0r 505, enter the information requested for all sec sold by the issuer, to date, in offerings of the types indicated, in the twelve(12) months prior to first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	the	es Type c	n f	Dollar Amoun
Type of offering Rule 505		securiti		Sold
Regulation A				- \$
Regulation 504	•			\$
Total				_ \$
4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the sin this offering. Exclude amounts relating solely to organization expenses of the issuer. The infinary be given as subject to future contingencies. If the amount of an expenditure is not known, estimate and check the box to the left of the estimate.	orma	tion		
Transfer Agent's Fees			8	\$0.00
Printing and Engraving Costs			ē	\$0.00
Legal Fees			Þ	× \$0.00
Accounting Fees			5	\$0.00
Engineering Fees			Þ	\$0.00
Sales Commissions (specify finders' fees separately)			Þ	\$0.00
Other Expenses(Identify)			þ	\$0.00
Total			5	\$0.00